

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:
	:
LEHMAN BROTHERS HOLDINGS INC., et al.:	Chapter 11 Case No.
	:
	08-13555 (JMP)
	:
Debtors.	(Jointly Administered)
	:
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**ORDER APPROVING FIRST INTERIM FEE APPLICATION OF
McKEE NELSON LLP AS SPECIAL COUNSEL FOR THE DEBTORS FOR
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED
FROM SEPTEMBER 15, 2008 THROUGH JANUARY 31, 2009**

Upon consideration of the First Interim Fee Application of McKee Nelson LLP ("McKee") as Special Counsel for the Debtors for Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from September 15, 2008 through January 31, 2009 (the "Interim Fee Period"), pursuant to sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") (the "Application"); and the Court being satisfied, based upon review of the Application and the schedules attached thereto, that the fees and expenses are reasonable, actual and necessary; and it appearing that McKee is a duly appointed professional in the above-captioned Debtors' chapter 11 cases; and it appearing that the Court has jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due notice of the Application has been given and no further notice need be given; and upon the proceedings before the Court; and good and sufficient cause appearing:

IT IS HEREBY ORDERED THAT:

1. The Application is APPROVED AND GRANTED;
2. The fees and reimbursable expenses for the Interim Fee Period are approved and allowed in the following amounts, and Debtors may pay McKee such amounts to the extent not already paid:

Fees (100%)	\$2,727,562.00
Expenses (100%)	\$105,916.85
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Total	\$2,833,478.85

3. The allowance of such amounts is without prejudice to McKee's right to seek additional compensation for services performed and expenses incurred during the Interim Fee Period which were not processed at the time of this Application.

Dated: _____, 2009
New York, New York

THE HONORABLE JAMES M. PECK,
UNITED STATES BANKRUPTCY JUDGE